***SECRETARIAL COMPLIANCE REPORT OF***

***ADHBHUT INFRASTRUCTURE LIMITED***

 ***For the year ended 31st March, 2019***

**To,**

**The Board of Directors**

**Adhbhut Infrastructure Limited**

**L51503DL1985PLC020195
D-15, Pamposh Enclave,
Greater Kailash – I, New Delhi - 110048**

I, Sachin Khurana, Practicing Company Secretary of S. Khurana and Associates have examined that:

1. All the documents and records made available to us and explanation provided by **ADHBHUT INFRASTRUCTURE LIMITED** (“the listed entity”),
2. The filings/ submissions made by the listed entity to the stock exchanges,
3. Website of the listed entity,
4. Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2019 (“Review Period”) in respect of compliance with the provisions of :

1. The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
2. The [Securities Contracts (Regulation) Act, 1956](https://taxguru.in/sebi/renewal-of-recognition-to-metropolitan-stock-exchange-us-3-of-securities-contracts-regulation-act-1956.html) (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

1. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. [Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018](https://taxguru.in/sebi/sebi-issue-capital-disclosure-requirements-regulations-2018.html);- **Company has not issued any type of Security during the reporting period.**
3. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
4. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back any if its Securities.**
5. [Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014](https://taxguru.in/sebi/sebi-share-based-employee-benefits-regulations-2014.html); **Not Applicable**
6. [Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008](https://taxguru.in/sebi/sebi-issue-listing-debt-securities-regulations-2008.html); **Company has not issued any debt security during the reporting period.**
7. Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable.**
8. [Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015](https://taxguru.in/sebi/sebi-prohibition-insider-trading-regulations-2015.html);
9. (other regulations as applicable) and circulars/ guidelines issued thereunder;

I, **Sachin Khurana,** hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

|  |  |  |  |
| --- | --- | --- | --- |
| ***S. No.*** | ***Compliance Requirement(Regulations! circulars!guidelines including specificclause)*** | ***Deviations*** | ***Observations!Remarks of thePracticingCompanySecretary*** |
| ***1.*** | ***Regulation 14-Fees and Other Charges to be paid to the Stock Exchange***  | ***Payment of Annual Listing Fees (ALF is pending as on even date).*** | ***The Annual Listing Fees (ALF) has not been paid for the Financial Year 2018-19 & 2019-20.*** |
| ***2.*** | ***Regulation 6 (1) of the SEBI (LODR), Regulation 2015*** | ***The Company has not appointed the Whole - Time Company Secretary as the Compliance Officer*** | ***Till date Company has not appointed the Whole - Time Company Secretary.*** |

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges *(including under the Standard Operating Procedures issued by SEBI through various circulars)*under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| ***S. No.*** | ***Action taken by*** | ***Details of violation*** | ***Details of action******taken E.g. fines,******warning letter,******debarment, etc.*** | ***Observations!******remarks of the******Practicing******Company******Secretary, if******any.*** |
| ***1*** | ***Stock Exchange*** | ***Regulation 6 (1) of the SEBI (LODR), Regulation 2015*** | ***Company has received notice dated May 14, 2019 imposing fine of Rs. 1,000 per day (computed till March 31, 2019)*** | ***Payment of Penalty amount is in process.*** |
| ***2*** | ***Stock Exchange*** | ***Regulation 14-Fees and other charges- Failure to pay the arrears of Annual Listing Fees*** | ***Fees Not paid***  | ***The Annual Listing Fees (ALF) has not been paid for the Financial year 2018-19 & 2019-20.*** |

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable, since this report is being issued for the first time and accordingly no action was required to be taken by the company.**

**For S. Khurana & Associates**

**Company Secretaries**

**Sachin Khurana**

**Practicing Company Secretary**

**CP No.:13212**

**Membership No.: F10098**

**Date: 28-05-2019**

**Place: New Delhi**